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*Counsel to the Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:  
  
PARETEUM CORPORATION, *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11  
Case No.: 22-10615 (LGB)  
(Jointly Administered)

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**REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

1. Name of claimant: Amazon Web Services, Inc.

2. Debtor that the claim is asserted against (check one):

- Pareteum Corporation (Case No. 22-10615)
- Pareteum North America Corp. (Case No. 22-10616)
- Devicescape Holdings, Inc. (Case No. 22-10617)
- iPass, Inc. (Case No. 22-10618)
- iPass IP LLC (Case No. 22-10619)
- Pareteum Europe B.V. (Case No. 22-10620)
- Artilium Group Ltd. (Case No. 22-10621)
- Pareteum Asia Pte. Ltd. (Case No. 22-10622)
- Pareteum N.V. (Case No. 22-10623)

3. Nature and description of the claim (you may attach a separate summary): \_\_\_\_\_

Cloud computing and storage services. See attached addendum.

4. Date(s) claim arose: September 1, 2022 - October 21, 2022

5. Amount of claim: \$147,547.53

<sup>1</sup> The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artilium Group Ltd. (f/k/a Artilium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artilium N.V.).



6. Documentation supporting the claim must be attached hereto. Documentation should include both evidence of the nature of the Administrative Expense Claim asserted as well as evidence of the date or dates on which the Administrative Expense Claim arose.

Signature: Steve Beranek DD29ECB24CB844F Date: 11/22/2022

Name: Steve Beranek, Senior Manager Finance Ops

Address: 2345 Crystal Drive, Suite 1100  
Arlington, VA 22202

Phone Number: \_\_\_\_\_ Email: sberanek@amazon.com

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**LETTER OF TRANSMITTAL**

November 22, 2022

Pareteum Claims Processing Center  
 Kurtzman Carson Consultants LLC  
 222 N. Sepulveda Blvd.  
 El Segundo, CA 90245

In Re: Pareteum Corporation, et. al., USBC SDNY Case No. 22-10615

VIA:  Hand Delivery  Facsimile  U.S. Mail  Overnight Courier

<u>Date of Documents</u>	<u>Description of Documents</u>
11/22/2022	Request for Payment of Additional Administrative Expense Claim for Each of 9 Debtors

For the following purpose:

- |                          |                           |                                     |                                  |
|--------------------------|---------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> | Pursuant to the agreement | <input type="checkbox"/>            | For your records                 |
| <input type="checkbox"/> | Per our conversation      | <input type="checkbox"/>            | For payment                      |
| <input type="checkbox"/> | Per my voice mail message | <input checked="" type="checkbox"/> | For filing                       |
| <input type="checkbox"/> | For signature             | <input checked="" type="checkbox"/> | See remarks/further instructions |

Remarks:

Enclosed is a Request for Additional Payment of Administrative Expense Claim for each of the Debtors (1) Pareteum Corporation (7538); (2) Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); (3) Devicescape Holdings, Inc. (2909); (4) iPass, Inc. (4598); (5) iPass IP LLC (2550); (6) Pareteum Europe B.V.; (7) Artilium Group Ltd. (f/k/a Artilium PLC); (8) Pareteum Asia Pte. Ltd.; and (9) Pareteum N.V. (f/k/a Artilium N.V.).

**K&L GATES LLP**

By: Denise Lentz  
 For: Michael J. Gearin/Brian T. Peterson

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS**

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In re:	)	
	)	Chapter 11
IPASS IP LLC. <sup>1</sup>	)	
	)	Case No. 22-10619
Debtor.	)	
	)	

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**ADDENDUM TO REQUEST FOR PAYMENT OF ADDITIONAL ADMINISTRATIVE  
EXPENSE CLAIM OF AMAZON WEB SERVICES, INC.**

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This Addendum is submitted with and incorporated in the Request for Payment of Additional Administrative Expense Claim (“Additional Admin Claim”) filed in the above-captioned case (the “Chapter 11 Case”) by Amazon Web Services, Inc. (“AWS”). In support of its Additional Admin Claim, AWS states as follows:

1. Amazon Web Services, Inc., which is a subsidiary of Amazon.com, Inc., has an office of 410 Terry Ave. North, Seattle, WA 98109. The signatory of this Additional Admin Claim is Steve Beranek, Senior Manager Financial Operations, who is authorized to execute this Additional Admin Claim.

2. AWS is a worldwide leader in the provision of cloud computing and storage services. AWS has provided cloud computing and storage services to one or more of the Debtors in connection with account numbers 437452078062; 904741850963; 131715404727; and 082801105686, (the “Cloud Storage Accounts”). AWS’ relationship with the Debtors is governed by the terms of an AWS Customer Agreement (the “Agreement”). The Cloud Storage

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<sup>1</sup> The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artilium Group Ltd. (f/k/a Artilium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artilium N.V.).

Accounts are linked accounts for which the account holders are jointly and severally liable under the terms of the Agreement. AWS files this Additional Admin Claim for monies owed to AWS by the Debtors under the Agreement.

3. On August 22, 2022 the Court entered an *Order (I) Approving Certain Key Dates Relating to Confirmation of the Debtors' Plan, Including Scheduling a Combined Hearing to Consider Approval of Debtors' Disclosure Statement And Plan; (II) Approving the Form and Manner of Combined Hearing Notice; (III) Approving Debtors' Disclosure Statement on a Provisional Basis; (IV) Approving (A) Procedures for Solicitation, (B) Forms of Ballots, (C) Procedures for Tabulation Of Votes, And (D) Procedures for Objections; and (V) Establishing a Bar Date for Filing Administrative Claims Arising from the Petition Date Through and Including August 31, 2022* (the "Procedures Order") [Dkt. 296]. On September 30, 2022, AWS submitted its Request for Payment of Administrative Expense Claim pursuant to the Procedures Order in the amount of \$143,080.55 for postpetition services AWS provided to the Debtors from May 15, 2022 – August 31, 2022. This Request for Payment of Additional Administrative Expense Claim is on account of services provided from September 1, 2022 through the Effective Date of the Plan, October 21, 2022.

4. The Debtors owe AWS a total of \$147,547.53 for postpetition services AWS provided to the Debtors (September 1, 2022 – October 21, 2022) under the Agreement and in connection with the Cloud Storage Accounts.

5. A summary of outstanding invoices that form the basis for the calculation of the Additional Admin Claim is attached hereto as Exhibit A. Copies of the invoices and additional documentation supporting the summary are available upon request. Allocation of the charges to a specific Debtor based on the information presently available is uncertain and AWS therefore

asserts the claims against each of the Debtors to reserve its right to allocate the charges amongst the Debtors.

6. AWS reserves the right to assert that any claims the Debtors may assert against AWS are subject to rights of setoff and/or recoupment.

7. AWS reserves the right to (a) amend and/or supplement this Additional Admin Claim at any time, including after the applicable bar date, and in any manner; and (b) file additional proofs of claim for any additional claim(s) against the Debtors or any obligors that may be based on the same or additional documents or grounds of liability. This Additional Admin Claim is not, and shall not be deemed to be, a waiver of any claim by AWS and all claims are hereby asserted and preserved.

8. The filing of this Additional Admin Claim is not and shall not be deemed or construed as (a) a waiver or release by AWS of any rights against any person, entity, or property; (b) a consent by AWS to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case otherwise involving AWS; (c) a waiver or release of AWS's right, or AWS's consent, to trial by jury in this Court or any other court in any proceeding, whether or not the same be designated legal or private rights or in any case, controversy or proceeding related thereto, notwithstanding the designation or not of such matters as core proceedings pursuant to 28 U.S.C. § 157 or otherwise; (d) a waiver or release of AWS's right to have, or to assert that, any and all final orders in any and all matters or proceedings be entered only after *de novo* review by a judge of the United States District Court; (e) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Additional Admin Claim, any objection thereto or other proceeding which may be commenced in this case or otherwise involving AWS; (f) an election of remedies or choice of law; (g) a waiver or release

of, or any limitation on AWS's right to assert that amounts owed to AWS, including any portion of the claims asserted herein, are entitled to treatment as priority claims or as administrative claims, including pursuant to §§ 503(b) and 507(a) of the Bankruptcy Code; or (h) a waiver of any rights, claims, actions or defenses, setoffs, recoupments, or other matters to which AWS is entitled under any agreements, at law, in equity, or otherwise.

9. This Additional Admin Claim is filed to preserve any and all rights and entitlements that AWS may have against the Debtors or its estates, and nothing set forth herein should be construed as an admission or waiver by AWS.

# EXHIBIT A

Operating Unit	Legal Entity	Number	Usage	Due Date	Original	Balance Due	Post-Bankruptcy Amount	
AMAZON.COM, INC.	AMAZON.COM, INC.	1145659645	Sep-22	1-Nov-22	\$ 46,960.17	\$ 46,960.17	\$ 46,960.17	
AMAZON.COM, INC.	AMAZON.COM, INC.	1138837889	Sep-22	1-Nov-22	\$ 32,262.52	\$ 32,262.52	\$ 32,262.52	
AMAZON ES Corporate Services OU	AMAZON ES Corporate	EURES22-639179	Sep-22	1-Nov-22	\$ 9,692.51	\$ 9,692.51	\$ 9,692.51	
AMAZON.COM, INC.	AMAZON.COM, INC.	1165162685	Oct-22	2-Dec-22	\$ 7.43	\$ 7.43	\$ 5.03	
AMAZON.COM, INC.	AMAZON.COM, INC.	1165113521	Oct-22	2-Dec-22	\$ 47,641.78	\$ 47,641.78	\$ 32,273.46	
AMAZON.COM, INC.	AMAZON.COM, INC.	1166409141	Oct-22	2-Dec-22	\$ 291.61	\$ 291.61	\$ 197.54	
AMAZON.COM, INC.	AMAZON.COM, INC.	1164420713	Oct-22	2-Dec-22	\$ 32,583.94	\$ 32,583.94	\$ 22,072.99	
AMAZON ES Corporate Services OU	AMAZON ES Corporate	EURES22-710387	Oct-22	2-Dec-22	\$ 6,027.72	\$ 6,027.72	\$ 4,083.29	
<b>Total</b>						<b>\$</b>	<b>\$</b>	<b>147,547.53</b>